

REGISTRATION NO. 27026 FILED

JUN 22 '07 -1 0 0 PM

SURFACE TRANSPORTATION BOARD

OF COUNSEL
URBAN A. LESTER

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.

SUITE 301
WASHINGTON, D.C.

20036

(202) 393-2266

FAX (202) 393-2156

E-MAIL: alvordlaw@aol.com

June 22, 2007

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Assignment and Assumption Agreement, dated as of June 22, 2007, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Assignor: Trinity Industries Leasing Company
2525 Stemmons Freeway
Dallas, TX 75207

Assignee: TLP Rail Trust I
by Wilmington Trust Company, not in its
individual capacity but solely as Trustee
Rodney Square North
1100 North Market Street
Wilmington, DE 19890

Mr. Vernon A. Williams
June 22, 2007
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A description of the railroad equipment covered by the enclosed document is:

16 railcars: TILX 196045 – TILX 196060.

A short summary of the document to appear in the index is:

Memorandum of Assignment and Assumption Agreement.

Also enclosed is a check in the amount of \$35.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/sem
Enclosures

JUN 22 '07 -1 00 PM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT

Memorandum of Assignment and Assumption Agreement dated as of June 22, 2007 by and between Trinity Industries Leasing Company, a Delaware corporation (the "Assignor") and TLP Rail Trust I, a Delaware statutory trust (the "Assignee").

W I T N E S S E T H:

The undersigned have entered into that certain Assignment and Assumption Agreement (the "Assignment"), dated as of June 22, 2007, whereby the Assignor has agreed to assign to the Assignee and the Assignee has agreed to accept assignment from the Assignor of that certain railroad car lease as listed on Exhibit A attached hereto.

This Memo may be executed by the parties hereto in separate counterparts, each of which when so executed and delivered shall be an original, but all such counterparts shall together constitute the same instrument.

[Memorandum of Assignment and Assumption Agreement]

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date hereof.

TLP RAIL TRUST I

By: Wilmington Trust Company, not in its individual capacity but solely as Trustee

By: 

Name: **Jose L. Paredes**

Title: **Assistant Vice President**

**TRINITY INDUSTRIES LEASING
COMPANY**

By: _____

Name: _____

Title: _____

Executed on this 22nd day of June, 2007


Executed on this ____ day of June, 2007

[Memorandum of Assignment and Assumption Agreement]

STATE OF DELAWARE)
) SS:
COUNTY OF NEW CASTLE)

On this, the 22nd day of June 2007, before a Notary Public in and for said County and State, personally appeared Jose Parades, who being by me duly sworn, says that (s)he is the Assistant Vice President of TLP Rail Trust I, by Wilmington Trust Company, not in its individual capacity but solely as Trustee, that said instrument was signed on June 22, 2007 on behalf of said entity by authority of its management or other governing body, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said entity.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



Name:
Notary Public

My Commission Expires:
Residing in JACQUELINE SOLONE
Notary Public - State of Delaware
My Comm. Expires March 28, 2011

[Memorandum of Assignment and Assumption Agreement]

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date hereof.

TLP RAIL TRUST I

By: Wilmington Trust Company, not in its individual capacity but solely as Trustee

By: _____
Name:
Title:

**TRINITY INDUSTRIES LEASING
COMPANY**

By: _____
Name: *Roger Wyndham*
Title: *President*

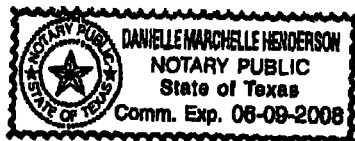
Executed on this ____ day of June, 2007

Executed on this 22nd day of June, 2007

STATE OF TEXAS)
) SS:
COUNTY OF DALLAS)

On this, the 22nd day of June 2007, before a Notary Public in and for said County and State, personally appeared Roger Wyke, who being by me duly sworn, says that he is the President of Trinity Industries Leasing Company, that said instrument was signed on June 22, 2007 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



Danielle Henderson
Name: Danielle Henderson
Notary Public

My Commission Expires: 6/9/08
Residing in Cedar Hill TX

EXHIBIT A

Sixteen (16) units identified with marks TILX 196045 – TILX 196060 leased pursuant to Rider Twelve (12) to that certain Railroad Car Lease Agreement dated April 25, 2001 between Trinity Industries Leasing Company and Renewable Products Marketing Group, LLC, as amended by that certain Amendment No. 1 to Rider Twelve (12) effective May 3, 2007.

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

6/22/07



Robert W. Alvord